

P97000095405

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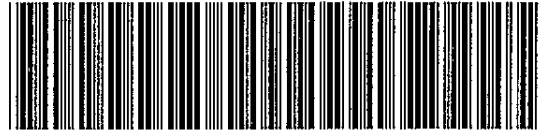
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

December 17, 2004

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

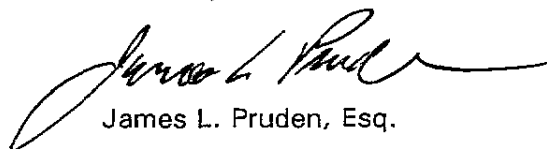
From: James L. Pruden, PA
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL. 33432
Phone 561 417-4644

SUBJECT: *DXO - Digital Crossover Systems Holding, Inc.*
P97000095405

Enclosed please find the following:

1. The original and one copy of Articles of Dissolution
2. A check in the amount of \$43.75 for the filing fee and certified copy of certificate of status.

Sincerely,



James L. Pruden, Esq.

**Articles of Dissolution
Of
*DXO - Digital Crossover Systems Holding, Inc.***

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. §607.1402, this Florida profit corporation submits the following articles of dissolution:

Article 1

Corporate Name

The name of this corporation is: *DXO - Digital Crossover Systems Holding, Inc.*

Article 2

Incorporation Date

The filing date of the articles of incorporation was: November 6, 1997 with an effective date of November 6, 1997.

Article 3

Adoption of Dissolution

Pursuant to Fla. Stat. §607.1402, §607.0704 and a majority vote of the corporation's shareholders which is sufficient for approval, the plan of dissolution was authorized on December 16, 2004.

Article 4

Debts

Pursuant to Fla. Stat. §607.1406 (10), the corporation or successor entity shall pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional, or unmatured claims known to the corporation or such successor entity and all claims which are known to the dissolved corporation or such successor entity but for which the identity of the claimant is unknown. Such claims shall be paid in full, and any such provision for payment made shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor.

Article 5

Shareholder Distributions

Pursuant to Fla. Stat. §607.1406 (10), remaining funds, if any, shall be distributed to the shareholders of the dissolved corporation after the corporation or successor entity has paid or make reasonable provision to pay in full all claims and obligations, including all contingent, conditional, or unmatured claims known to the corporation or such successor entity and all claims which are known to the dissolved corporation or such successor entity but for which the identity of the claimant is unknown.

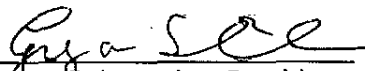
Article 6

Effective Date

The effective date of these articles of dissolution shall be December 16, 2004 or the date of filing of these Articles, whichever is later.

The undersigned, being the President of the corporation, has executed the foregoing Articles of Dissolution on this 16th day of December, 2004.

DXO - DIGITAL CROSSOVER SYSTEMS HOLDING, INC.



Gregor Schuessler, President